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NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

AMENDMENT TO OIL AND GAS LEASE

THE STATE OF TEXAS §
 § **KNOW ALL MEN BY THESE PRESENTS:**
 COUNTY OF TARRANT §

WHEREAS, on **October 31st, 2007**, an Oil and Gas Lease was entered into by and between **Claude W. Wicker and Jo Ann Wicker, Husband and Wife**, whose address is listed as 3593 McCall Creek Rd., Blanco, TX 78606, herein called "Lessor(s)"; and **Boterra Resources, LLC**, whose address is P.O. Box 8462 Edmond, Oklahoma 73083, herein called "Lessee"; said Oil and Gas Lease is evidenced by a Memorandum of Oil and Gas Lease which is recorded in the Official Public Records of Tarrant County, Texas as **D207416267**; and,

WHEREAS, the property is described as follows:

Lot 1, Block 3 of Monties Ranchettes Addition, an Addition to the City of Arlington, Tarrant County, Texas. According to the Plat Recorded in Volume 388-55, Page 56, Plat Records, Tarrant County, Texas. Said lot 1 containing 0.230 acres of land more or less.

A subdivision of Tarrant County, State of Texas, also known as: 2400 Leonard Ct; Arlington, TX 76016; and

WHEREAS, Boterra Resources, L.L.C. assigned all of its right, title and interest in and to the lease to Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, whose address is 6100 North Western Avenue, Oklahoma City, Oklahoma 73118; and;

WHEREAS, Total E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002, acquired an undivided 25% of Chesapeake's working interest in the aforementioned Lease; and;

WHEREAS, the Lessor(s), Chesapeake Exploration, L.L.C. and Total E&P USA, Inc., their successors and/or assigns, desires to amend said Oil and Gas Lease as set forth below, and

NOW THEREFORE, in consideration of the leased premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned do hereby amend the Oil and Gas Lease as follows:

Delete Paragraph 14 in said Lease and replace with the following Depth Severance Clause:

14. Depth Severance. Notwithstanding anything contained hereof to the contrary, it is understood and agreed that upon the expiration of the primary term, if this lease should be continued by reason of production, then in that event, all rights, covenants and conditions of this lease shall terminate as to all strata and land SAVE AND EXCEPT land situated from the top of the Barnett Shale formation to one hundred (100') feet below the base of the Barnett Shale formation

Lessor(s) does hereby adopt, ratify and confirm the Lease, as amended hereby, and does hereby stipulate that the Lease remains in full force and effect. Insofar as is necessary, Lessor(s) does hereby lease, let, and demise to Lessee, its successors and assigns, the lands covered by the Lease, pursuant to the terms and provisions of the Lease.

In the event of a conflict between the provisions contained in this instrument and any other provisions contained in the Lease, the provisions contained in this instrument shall prevail to the extent of such conflict; in all other respects the Lease shall remain in full force and effect.

This instrument may be executed in multiple counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this instrument is executed as of the date of acknowledgment of the signatures below.

Lessor(s):

By: Claude W. Wicker
Claude W. Wicker

By: Jó Ann Wicker
Jó Ann Wicker

Lessee(s):

CHESAPEAKE EXPLORATION, L.L.C.

By: _____
Henry J. Hood, Sr. Vice President
Land and Legal & General Counsel

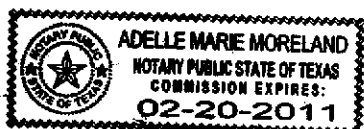
TOTAL E&P USA, INC., a Delaware corporation

By: _____
Eric Bonnin, Vice President
Business Development and Strategy

ACKNOWLEDGMENTS

STATE OF TEXAS §
 §
COUNTY OF ~~TARRANT~~ Blanco §

This foregoing instrument was acknowledged before me on the 8th day of December 2010, by Claude W. Wicker.



Adelle Marie Moreland
Notary Public, State of Texas

STATE OF TEXAS §
 §
COUNTY OF ~~TARRANT~~ Blanco §

This foregoing instrument was acknowledged before me on the 8th day of December 2010, by Jo Ann Wicker.



Adelle Marie Moreland
Notary Public, State of Texas

ACKNOWLEDGMENTS

STATE OF _____ §
COUNTY OF _____ §

The foregoing instrument was acknowledged before me on the _____ day of _____, 2010, by **Henry J. Hood, Sr. Vice President – Land and Legal & General Counsel**, on behalf of **CHESAPEAKE EXPLORATION, L.L.C.**

Notary Public in and for The State of _____

STATE OF _____ §
COUNTY OF _____ §

The foregoing instrument was acknowledged before me this _____ day of _____, 2010, by **Eric Bonnin as Vice President – Business Development and Strategy** of **TOTAL E&P USA, INC.**, a Delaware corporation, as the act and deed and behalf of such corporation.

Notary Public in and for The State of _____